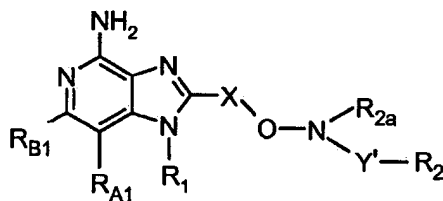


### Amendments to the Claims

This listing of the claims will replace all prior versions, and listings, of claims in the present Application.

#### Listing of Claims

1. (Canceled)
2. (Currently amended) A compound of the Formula II:



II

wherein:

X is C<sub>1-10</sub> alkylene or C<sub>2-10</sub> alkenylene;

R<sub>A1</sub> and R<sub>B1</sub> are each independently selected from the group consisting of:

hydrogen,

halogen,

alkyl,

alkenyl,

alkoxy,

alkylthio, and

-N(R<sub>9</sub>)<sub>2</sub>;

or when taken together, R<sub>A1</sub> and R<sub>B1</sub> to form a fused aryl ring or heteroaryl ring containing one heteroatom selected from the group consisting of N and S, wherein the aryl or heteroaryl ring is unsubstituted or substituted by one or more R groups, or substituted by one R<sub>3</sub> group, or substituted by one R<sub>3</sub> group and one R group;

~~or when taken together, R<sub>A1</sub> and R<sub>B1</sub> form a fused 5 to 7 membered saturated ring, optionally containing one heteroatom selected from the group consisting of N and S, and unsubstituted or substituted by one or more R groups;~~

R is selected from the group consisting of:

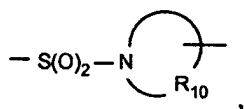
halogen,  
hydroxy,  
alkyl,  
alkenyl,  
haloalkyl,  
alkoxy,  
alkylthio, and  
-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>3</sub> is selected from the group consisting of:

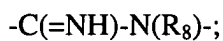
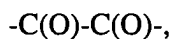
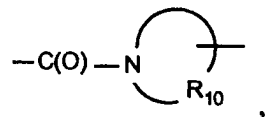
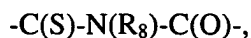
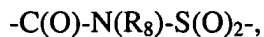
-Z-R<sub>4</sub>,  
-Z-X'-R<sub>4</sub>,  
-Z-X'-Y-R<sub>4</sub>, and  
~~-Z-X'-Y-X'-Y-R<sub>4</sub>, and~~  
-Z-X'-R<sub>5</sub>;

Y' is selected from the group consisting of:

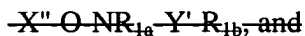
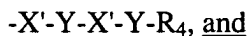
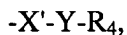
a bond,  
-C(O)-,  
-C(S)-,  
-S(O)<sub>2</sub>-,  
-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,



-C(O)-O-,  
-C(O)-N(R<sub>8</sub>)-,  
-C(S)-N(R<sub>8</sub>)-,



$\text{R}_1$  is selected from the group consisting of:



$\text{R}_{1a}$ ,  $\text{R}_{1b}$ ,  $\text{R}_1'$ ,  $\text{R}_1''$ ,  $\text{R}_2[[,]]$  and  $\text{R}_{2a}$  are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

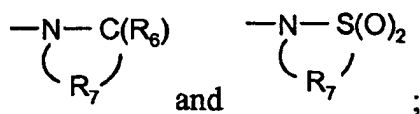
heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or

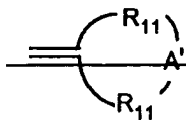
heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,  
 alkyl,  
 haloalkyl,  
 hydroxyalkyl,  
 alkoxy,  
 dialkylamino,  
 -S(O)<sub>0-2</sub>-alkyl,  
 -S(O)<sub>0-2</sub>-aryl,  
 -NH-S(O)<sub>2</sub>-alkyl,  
 -NH-S(O)<sub>2</sub>-aryl,  
 haloalkoxy,  
 halogen,  
 cyano,  
 nitro,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 aryloxy,  
 arylalkyleneoxy,  
 -C(O)-O-alkyl,  
 -C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
 -N(R<sub>8</sub>)-C(O)-alkyl,  
 -O-(CO)-alkyl, and  
 -C(O)-alkyl;

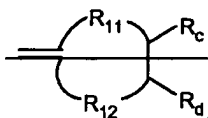
~~or R<sub>1a</sub> and R<sub>1b</sub> and/or R<sub>2</sub> and R<sub>2a</sub>~~ together with the nitrogen atom and Y' to which they are  
 bonded can join to form a ring selected from the group consisting of:



~~or R<sub>1</sub>' and R<sub>1</sub>" can join together to form a ring system selected from the group consisting of:~~



~~wherein the total number of atoms in the ring is 4 to 9, and~~



~~wherein the total number of atoms in the ring is 4 to 9;~~

~~R<sub>c</sub> and R<sub>d</sub> are independently selected from the group consisting of hydrogen, halogen, hydroxy, alkyl, alkenyl, aryl, haloalkyl, alkoxy, alkylthio, and N(R<sub>9</sub>)<sub>2</sub>; or R<sub>c</sub> and R<sub>d</sub> can join to form a fused aryl ring or fused 5-10 membered heteroaryl ring containing one to four heteroatoms;~~

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

~~X" is CH(R<sub>13</sub>) alkylene or CH(R<sub>13</sub>) alkenylene, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;~~

Y is selected from the group consisting of:

-S(O)<sub>0-2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,

-C(R<sub>6</sub>)-,

-C(R<sub>6</sub>)-O-,

-O-C(R<sub>6</sub>)-,

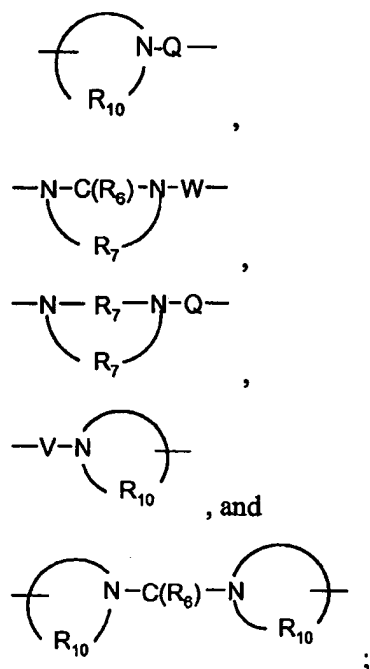
-O-C(O)-O-,

-N(R<sub>8</sub>)-Q-,

-C(R<sub>6</sub>)-N(R<sub>8</sub>)-,

-O-C(R<sub>6</sub>)-N(R<sub>8</sub>)-,

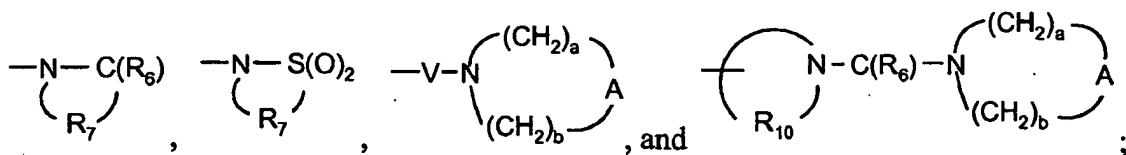
-C(R<sub>6</sub>)-N(OR<sub>9</sub>)-,



Z is a bond or -O-;

R<sub>4</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R<sub>5</sub> is selected from the group consisting of:



R<sub>6</sub> is selected from the group consisting of =O and =S;

R<sub>7</sub> is C<sub>2-7</sub> alkylene;

R<sub>8</sub> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

R<sub>9</sub> is selected from the group consisting of hydrogen and alkyl;

R<sub>10</sub> is C<sub>3-8</sub> alkylene;

~~R<sub>11</sub> is C<sub>1-6</sub> alkylene or C<sub>2-6</sub> alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;~~

~~R<sub>12</sub> is selected from the group consisting of a bond, C<sub>1-5</sub> alkylene, and C<sub>2-5</sub> alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;~~

~~R<sub>13</sub> is selected from the group consisting of hydrogen and alkyl which may be optionally interrupted by one or more O groups;~~

A is selected from the group consisting of -CH<sub>2</sub>-, -O-, -C(O)-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-;

~~A' is selected from the group consisting of O, S(O)<sub>0-2</sub>, N(Q R<sub>4</sub>), and CH<sub>2</sub>;~~

Q is selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

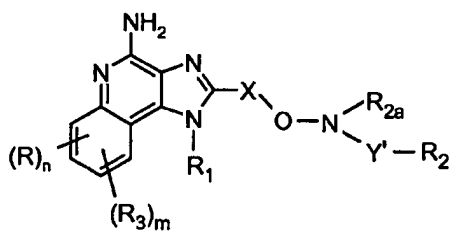
V is selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

W is selected from the group consisting of a bond, -C(O)-, and --S(O)<sub>2</sub>-; and

a and b are independently integers from 1 to 6 with the proviso that a+b is ≤ 7; or a pharmaceutically acceptable salt thereof.

3. (Canceled)

4. (Currently amended) [[A]] The compound of claim 2 of the Formula IIIa:



IIIa

wherein:

X is C<sub>1-10</sub> alkylene or C<sub>2-10</sub> alkenylene;

Y' is selected from the group consisting of:

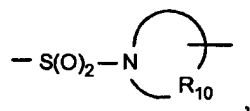
a bond,

-C(O)-,

-C(S)-,

-S(O)<sub>2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,



-C(O)-O-,

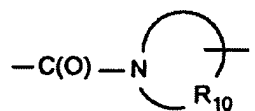
-C(O)-N(R<sub>8</sub>)-,

-C(S)-N(R<sub>8</sub>)-,

-C(O)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-,

-C(O)-N(R<sub>8</sub>)-C(O)-,

-C(S)-N(R<sub>8</sub>)-C(O)-,



-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-N(R<sub>8</sub>)-;



R is selected from the group consisting of:

halogen,  
hydroxy,  
alkyl,  
alkenyl,  
haloalkyl,  
alkoxy,  
alkylthio, and  
-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>1</sub> is selected from the group consisting of:

-R<sub>4</sub>,  
-X'-R<sub>4</sub>,  
-X'-Y-R<sub>4</sub>,  
-X'-Y-X'-Y-R<sub>4</sub>, and  
-X'-R<sub>5</sub>[[,]];  
~~-X''-O-NR<sub>1a</sub>-Y'-R<sub>1b</sub>, and~~  
~~-X''-O-N=C(R<sub>1'</sub>)(R<sub>1''</sub>);~~

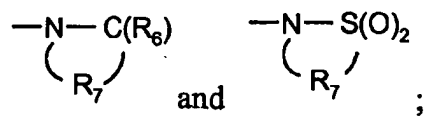
~~R<sub>1a</sub>, R<sub>1b</sub>, R<sub>1'</sub>, R<sub>1''</sub>, R<sub>2</sub>[[,]] and R<sub>2a</sub>~~ are independently selected from the group consisting of:

hydrogen,  
alkyl,  
alkenyl,  
aryl,  
arylalkylenyl,  
heteroaryl,  
heteroarylalkylenyl,  
heterocyclyl,  
heterocyclylalkylenyl, and

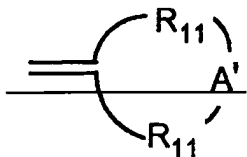
alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,  
 alkyl,  
 haloalkyl,  
 hydroxyalkyl,  
 alkoxy,  
 dialkylamino,  
 -S(O)<sub>0-2</sub>-alkyl,  
 -S(O)<sub>0-2</sub>-aryl,  
 -NH-S(O)<sub>2</sub>-alkyl,  
 -NH-S(O)<sub>2</sub>-aryl,  
 haloalkoxy,  
 halogen,  
 cyano,  
 nitro,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 aryloxy,  
 arylalkyleneoxy,  
 -C(O)-O-alkyl,  
 -C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
 -N(R<sub>8</sub>)-C(O)-alkyl-,  
 -O-(CO)-alkyl, and  
 -C(O)-alkyl;

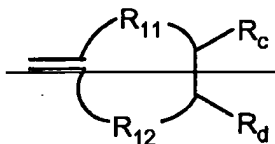
~~or R<sub>1a</sub> and R<sub>1b</sub> and/or R<sub>2</sub> and R<sub>2a</sub>~~ together with the nitrogen atom and Y' to which they are  
 bonded can join to form a ring selected from the group consisting of:



~~or R<sub>1</sub>' and R<sub>1</sub>" can join together to form a ring system selected from the group consisting of:~~



~~wherein the total number of atoms in the ring is 4 to 9, and~~



~~wherein the total number of atoms in the ring is 4 to 9;~~

~~R<sub>c</sub> and R<sub>d</sub> are independently selected from the group consisting of hydrogen, halogen, hydroxy, alkyl, alkenyl, aryl, haloalkyl, alkoxy, alkylthio, and N(R<sub>9</sub>)<sub>2</sub>; or R<sub>c</sub> and R<sub>d</sub> can join to form a fused aryl ring or fused 5-10 membered heteroaryl ring containing one to four heteroatoms;~~

R<sub>3</sub> is selected from the group consisting of:

-Z-R<sub>4</sub>,

-Z-X'-R<sub>4</sub>,

-Z-X'-Y-R<sub>4</sub>, and

~~-Z-X'-Y-X'-Y-R<sub>4</sub>, and~~

-Z-X'-R<sub>5</sub>;

n is an integer from 0 to 4;

m is 0 or 1;

with the proviso that when m is 1, then n is 0 or 1;

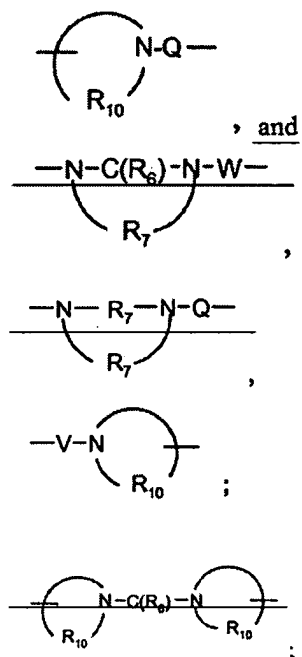
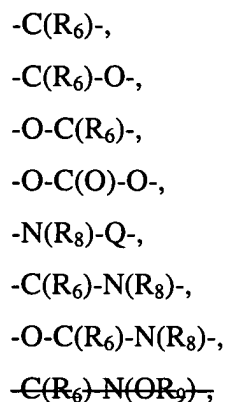
X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

~~X" is CH(R<sub>13</sub>)-alkylene or CH(R<sub>13</sub>)-alkenylene, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;~~

Y is selected from the group consisting of:

-S(O)<sub>0-2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,

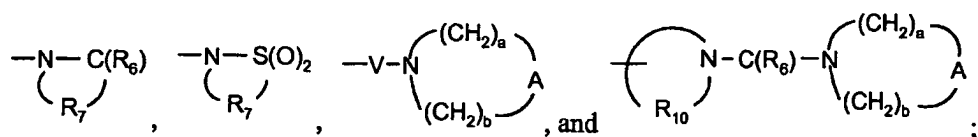


Z is a bond or -O-;

R<sub>4</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl,

aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

$R_5$  is selected from the group consisting of:



**R<sub>6</sub> is selected from the group consisting of =O and =S;**

R<sub>7</sub> is C<sub>2-7</sub> alkylene;

R<sub>8</sub> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

R<sub>9</sub> is selected from the group consisting of hydrogen and alkyl;

R<sub>10</sub> is C<sub>3-8</sub> alkylene;

~~R<sub>14</sub> is C<sub>1-6</sub>-alkylene or C<sub>2-6</sub>-alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;~~

~~R<sub>12</sub> is selected from the group consisting of a bond, C<sub>1-5</sub>-alkylene, and C<sub>2-5</sub>-alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;~~

~~R<sub>13</sub> is selected from the group consisting of hydrogen and alkyl which may be optionally interrupted by one or more O groups;~~

A is selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{O}-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{S}(\text{O})_{0.2}-$ , and  $-\text{N}(\text{R}_4)-$ ;

~~A' is selected from the group consisting of O, S(O)<sub>0.2</sub>, N(Q R<sub>4</sub>), and CH<sub>2</sub>;~~

Q is selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

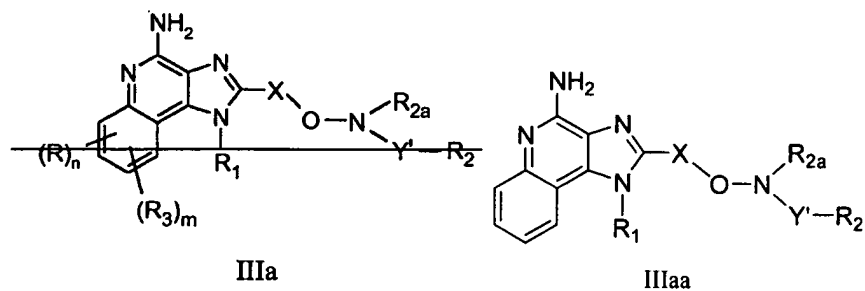
V is selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

W is selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-; and

a and b are independently integers from 1 to 6 with the proviso that  $a+b$  is  $\leq 7$ ;

or a pharmaceutically acceptable salt thereof.

5. (Currently amended) [[A]] The compound of claim 2 of the Formula ~~IIIa~~ IIIaa:



wherein:

X is C<sub>1-10</sub> alkylene or C<sub>2-10</sub> alkenylene;

Y' is selected from the group consisting of:

a bond,

-C(O)-,

-C(S)-,

-S(O)<sub>2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,

-S(O)<sub>2</sub>-N ,

-C(O)-O-,

-C(O)-N(R<sub>8</sub>)-,

-C(S)-N(R<sub>8</sub>)-,

-C(O)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-,

-C(O)-N(R<sub>8</sub>)-C(O)-,

-C(S)-N(R<sub>8</sub>)-C(O)-,

-C(O)-N ,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-N(R<sub>8</sub>)-;

R<sub>2</sub> and R<sub>2a</sub> are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

dialkylamino,

-S(O)<sub>0-2</sub>-alkyl,

-S(O)<sub>0-2</sub>-aryl,

-NH-S(O)<sub>2</sub>-alkyl,

-NH-S(O)<sub>2</sub>-aryl,

haloalkoxy,

halogen,

cyano,

nitro,

aryl,

heteroaryl,  
 heterocyclyl,  
 aryloxy,  
 arylalkyleneoxy,  
 $-C(O)-O\text{-alkyl}$ ,  
 $-C(O)-N(R_8)_2$ ,  
 $-N(R_8)-C(O)\text{-alkyl}$ ,  
 $-O-(CO)\text{-alkyl}$ , and  
 $-C(O)\text{-alkyl}$ ;

~~R is selected from the group consisting of:~~

~~halogen,~~  
~~hydroxy,~~  
~~alkyl,~~  
~~alkenyl,~~  
~~haloalkyl,~~  
~~alkoxy,~~  
~~alkylthio, and~~  
 ~~$-N(R_9)_2$ ;~~

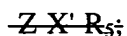
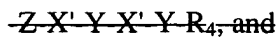
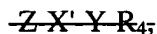
R<sub>1</sub> is selected from the group consisting of:

$-R_4$ ,  
 $-X'\text{-}R_4$ ,  
 $-X'\text{-}Y\text{-}R_4$ ,  
 $-X'\text{-}Y\text{-}X'\text{-}Y\text{-}R_4$ , and  
 $-X'\text{-}R_5[[,]]_1$ ;  
 ~~$-X''\text{-}O\text{-}NH\text{-}Y'\text{-}R_4'$ , and~~  
 ~~$-X''\text{-}O\text{-}N=C(R_4')(R_4'')$ ;~~

~~R<sub>3</sub> is selected from the group consisting of:~~

~~$-Z\text{-}R_4$ ;~~  
 ~~$-Z\text{-}X'\text{-}R_4$ ;~~





~~n is an integer from 0 to 4;~~

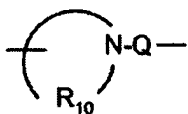
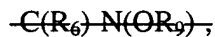
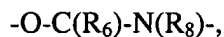
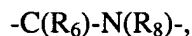
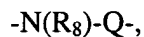
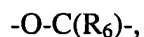
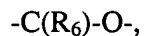
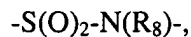
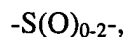
~~m is 0 or 1;~~

~~with the proviso that when m is 1, then n is 0 or 1;~~

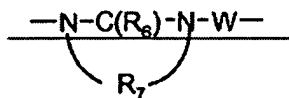
X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

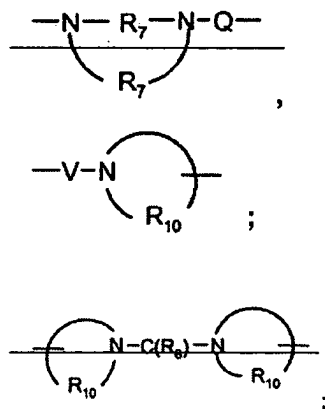
~~X'' is  $-CH(R_{13})-$  alkylene or  $-CH(R_{13})-$  alkenylene;~~

Y is selected from the group consisting of:



~~, and~~

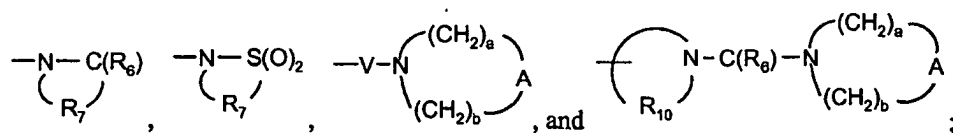




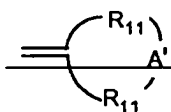
Z is a bond or -O-;

R<sub>4</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

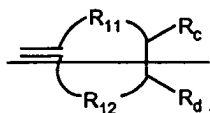
R<sub>5</sub> is selected from the group consisting of:



~~R<sub>1</sub>' and R<sub>1</sub>" are independently the same as R<sub>2</sub>, or R<sub>1</sub>' and R<sub>1</sub>" can join together to form a ring system selected from the group consisting of:~~



~~wherein the total number of atoms in the ring is 4 to 9, and~~



wherein the total number of atoms in the ring is 4 to 9;

~~R<sub>c</sub> and R<sub>d</sub> are independently selected from the group consisting of hydrogen, halogen, hydroxy, alkyl, alkenyl, aryl, haloalkyl, alkoxy, alkylthio, and N(R<sub>9</sub>)<sub>2</sub>; or R<sub>c</sub> and R<sub>d</sub> can join to form a fused aryl ring or fused 5-10 membered heteroaryl ring containing one to four heteroatoms;~~

R<sub>6</sub> is selected from the group consisting of =O and =S;

R<sub>7</sub> is C<sub>2-7</sub> alkylene;

R<sub>8</sub> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

R<sub>9</sub> is selected from the group consisting of hydrogen and alkyl;

R<sub>10</sub> is C<sub>3-8</sub> alkylene;

~~R<sub>11</sub> is C<sub>1-6</sub> alkylene or C<sub>2-6</sub> alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;~~

~~R<sub>12</sub> is selected from the group consisting of a bond, C<sub>1-5</sub> alkylene, and C<sub>2-5</sub> alkenylene, wherein the alkylene or alkenylene is optionally interrupted by one heteroatom;~~

~~R<sub>13</sub> is selected from the group consisting of hydrogen and alkyl which may be optionally interrupted by one or more O groups;~~

A is selected from the group consisting of -CH<sub>2</sub>-, -O-, -C(O)-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-

~~A' is selected from the group consisting of O, S(O)<sub>0-2</sub>-, N(Q R<sub>4</sub>), and CH<sub>2</sub>-;~~

Q is selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-

V is selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-; and

W is selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-; and

~~a and b are independently integers from 1 to 6 with the proviso that a+b is ≤ 7;~~

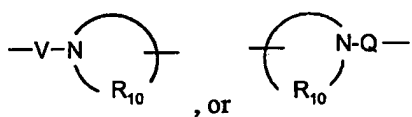
or a pharmaceutically acceptable salt thereof.

6.-13. (Canceled)

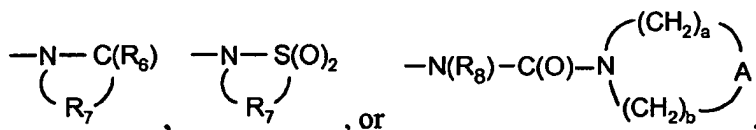
14. (Previously presented) The compound or salt of claim 4 wherein m and n are 0.

15.-18. (Canceled)

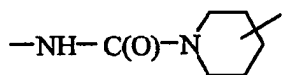
19. (Previously presented) The compound or salt of claim 2 wherein  $R_1$  is selected from the group consisting of alkyl, arylalkylenyl, aryloxyalkylenyl, hydroxyalkyl, alkylsulfonylalkylenyl,  $-X'-Y-R_4$ , and  $-X'-R_5$ ; wherein  $X'$  is alkylene;  $Y$  is  $-N(R_8)-C(O)-$ ,  $-N(R_8)-S(O)_2-$ ,  $-N(R_8)-S(O)_2-N(R_8)-$ ,  $-N(R_8)-C(O)-N(R_8)-$ ,  $-N(R_8)-C(O)-N(R_8)-C(O)-$ ,



;  $R_4$  is hydrogen, alkyl, alkenyl, aryl, or heteroaryl, wherein alkyl and alkenyl are optionally substituted by aryl or aryloxy and wherein aryl is optionally substituted by one or more substituents selected from the group consisting of alkyl, alkoxy, cyano, haloalkyl, and halogen; and  $R_5$  is



20. (Previously presented) The compound or salt of claim 19 wherein  $R_1$  is 2-methylpropyl, 2-hydroxy-2-methylpropyl, or  $-X'-Y-R_4$ ;  $X'$  is ethylene, propylene, or butylene;  $Y$  is  $-NH-C(O)-$ ,  $-NH-S(O)_2-$ ,  $-NH-S(O)_2-N(R_8)-$ ,  $-NH-C(O)-N(R_8)-$ ,  $-NH-C(O)-NH-C(O)-$ , or



; and  $R_8$  is hydrogen or methyl.

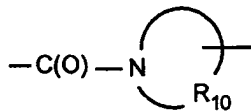
21. (Previously presented) The compound or salt of claim 2 wherein  $X$  is  $C_{1-4}$  alkylene.

22. (Previously presented) The compound or salt of claim 21 wherein  $X$  is methylene.

23. (Previously presented) The compound or salt of claim 2 wherein  $Y'$  is selected from

the group consisting of a bond, -C(O)-, -C(O)-O-, -S(O)<sub>2</sub>-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(O)-N(R<sub>8</sub>)-, -C(S)-

N(R<sub>8</sub>)-, -C(O)-N(R<sub>8</sub>)-C(O)-, and



24. (Previously presented) The compound or salt of claim 23 wherein Y' is selected from the group consisting of -C(O)-, -S(O)<sub>2</sub>-, and -C(O)-N(R<sub>8</sub>)-.

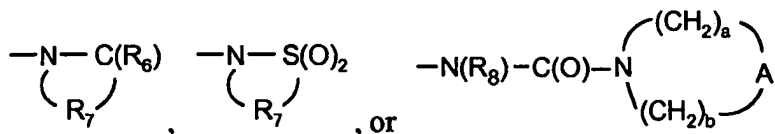
25. (Previously presented) The compound or salt of claim 2 wherein R<sub>2</sub> and R<sub>2a</sub> are independently selected from the group consisting of: hydrogen, alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, heterocyclylalkylenyl, and alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of: hydroxy, alkyl, haloalkyl, hydroxyalkyl, alkoxy, dialkylamino, -S(O)<sub>0.2</sub>-alkyl, -S(O)<sub>0.2</sub>-aryl, -NH-S(O)<sub>2</sub>-alkyl, -NH-S(O)<sub>2</sub>-aryl, haloalkoxy, halogen, cyano, nitro, aryl, heteroaryl, heterocyclyl, aryloxy, arylalkyleneoxy, -C(O)-O-alkyl, -C(O)-N(R<sub>8</sub>)<sub>2</sub>, -N(R<sub>8</sub>)-C(O)-alkyl, -O-(CO)-alkyl, and -C(O)-alkyl.

26. (Previously presented) The compound or salt of claim 2 wherein R<sub>2a</sub> is hydrogen.

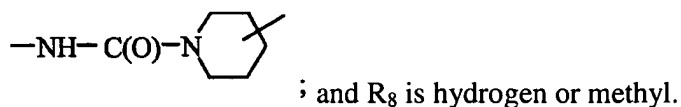
27. (Previously presented) The compound or salt of claim 2 wherein R<sub>2</sub> and R<sub>2a</sub> are independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, heteroaryl, wherein the alkyl, alkenyl, aryl, and heteroaryl are each optionally substituted with one or more substituents selected from the group consisting of C<sub>1-10</sub> alkyl, aryl, heteroaryl, C<sub>1-10</sub> alkoxy, -O-C(O)-C<sub>1-10</sub> alkyl, -C(O)-O-C<sub>1-10</sub> alkyl, halogen, and cyano.

28. (Previously presented) The compound or salt of claim 2 wherein R<sub>2</sub> is alkyl or substituted alkyl, and R<sub>2a</sub> is hydrogen.





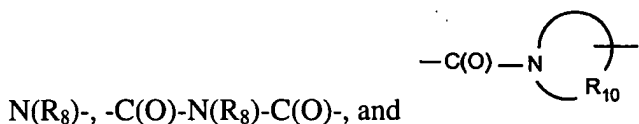
40. (Previously presented) The compound or salt of claim 39 wherein R<sub>1</sub> is 2-methylpropyl, 2-hydroxy-2-methylpropyl, or -X'-Y-R<sub>4</sub>; X' is ethylene, propylene, or butylene; Y is -NH-C(O)-, -NH-S(O)<sub>2</sub>-, -NH-S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -NH-C(O)-N(R<sub>8</sub>)-, -NH-C(O)-NH-C(O)-, or



41. (Currently amended) The compound or salt of claim 4 or 5 wherein X is C<sub>1-4</sub> alkylene.

42. (Previously presented) The compound or salt of claim 41 wherein X is methylene.

43. (Currently amended) The compound or salt of claim 4 or 5 wherein Y' is selected from the group consisting of a bond, -C(O)-, -C(O)-O-, -S(O)<sub>2</sub>-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(O)-N(R<sub>8</sub>)-, -C(S)-



44. (Previously presented) The compound or salt of claim 43 wherein Y' is selected from the group consisting of -C(O)-, -S(O)<sub>2</sub>-, and -C(O)-N(R<sub>8</sub>)-.

45. (Currently amended) The compound or salt of claim 4 or 5 wherein R<sub>2</sub> and R<sub>2a</sub> are independently selected from the group consisting of: hydrogen, alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, heterocyclylalkylenyl, and alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of: hydroxy, alkyl, haloalkyl,

hydroxyalkyl, alkoxy, dialkylamino, -S(O)<sub>0-2</sub>-alkyl, -S(O)<sub>0-2</sub>-aryl, -NH-S(O)<sub>2</sub>-alkyl, -NH-S(O)<sub>2</sub>-aryl, haloalkoxy, halogen, cyano, nitro, aryl, heteroaryl, heterocyclyl, aryloxy, arylalkyleneoxy, -C(O)-O-alkyl, -C(O)-N(R<sub>8</sub>)<sub>2</sub>, -N(R<sub>8</sub>)-C(O)-alkyl, -O-(CO)-alkyl, and -C(O)-alkyl.

46. (Currently amended) The compound or salt of claim 4 or 5 wherein R<sub>2a</sub> is hydrogen.

47. (Currently amended) The compound or salt of claim 4 or 5 wherein R<sub>2</sub> and R<sub>2a</sub> are independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, heteroaryl, wherein the alkyl, alkenyl, aryl, and heteroaryl are each optionally substituted with one or more substituents selected from the group consisting of C<sub>1-10</sub> alkyl, aryl, heteroaryl, C<sub>1-10</sub> alkoxy, -O-C(O)-C<sub>1-10</sub> alkyl, -C(O)-O-C<sub>1-10</sub> alkyl, halogen, and cyano.

48. (Currently amended) The compound or salt of claim 4 or 5 wherein R<sub>2</sub> is alkyl or substituted alkyl, and R<sub>2a</sub> is hydrogen.

49. (Previously presented) The compound or salt of claim 48 wherein R<sub>2</sub> is methyl or cyclopropyl, and R<sub>2a</sub> is hydrogen.

50.-64. (Canceled)

65. (Currently amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 4 or 5 in combination with a pharmaceutically acceptable carrier.

66. (Currently amended) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 4 or 5 to the animal.

67.-72. (Canceled)